

RECORDATION NO. 24184-F FILED

MAY 11 '10 -2 30 PM

**SURFACE TRANSPORTATION BOARD**

ALVORD AND ALVORD  
ATTORNEYS AT LAW  
1050 SEVENTEENTH STREET, N.W.  
SUITE 301  
WASHINGTON, D.C.

ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

20036

OF COUNSEL  
URBAN A. LESTER

(202) 393-2268

FAX (202) 393-2156

E-MAIL [alvordlaw@aol.com](mailto:alvordlaw@aol.com)

May 11, 2010

Chief  
Section of Administration  
Office of Proceedings  
Surface Transportation Board  
395 E Street, S.W.  
Washington, D.C. 20423

Dear Section Chief,

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Statement of Change in Reporting Marks and/or Lease Agreements, dated as of May 10, 2010, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document changes the reporting mark for 202 cars from UP to AOK and terminates the lease with Union Pacific Railroad Company for those 202 cars previously filed with the Board under Recordation Number 24184.

The name and address of the party to the enclosed document are:

Lessor

WL Ross-Greenbrier Rail I LLC  
1166 Avenue of the Americas  
New York, NY 10036

Section Chief  
May 11, 2010  
Page 2

A description of the railroad equipment covered by the enclosed document  
is:

202 railcars within the series 354615 - 354998 formerly bearing the  
reporting mark "UP" have been re-marked "AOK" as more particularly set  
forth in the attachment to the document.

A short summary of the document to appear in the index is:

Statement of Change in Reporting Marks and/or Lease Agreements.

Also enclosed is a check in the amount of \$41.00 payable to the order of  
the Surface Transportation Board covering the required recordation fee

Kindly return stamped copies of the enclosed document to the  
undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'Alvord', with a long horizontal stroke extending to the right.

Robert W. Alvord

RWA/sem  
Enclosures

RECORDATION NO. 24184-F FILED

MAY 11 '10 -2 30 PM

**WL ROSS-GREENBRIER RAIL I LLC**  
c/o Greenbrier Management Services, LLC  
One Centerpointe Drive, Suite 400  
Lake Oswego, OR 97035

**SURFACE TRANSPORTATION BOARD**

May 10, 2010

Chief  
Section of Administration  
Office of Proceedings  
Surface Transportation Board  
395 E Street, S.W.  
Washington, D.C. 20423

Re. Statement of Change in Reporting Marks and/or Lease Agreements

Dear Section Chief,

Please be advised: (i) that the reporting mark of the railcars identified in the attached Schedule A has been changed as set forth therein; and/or (ii) the lease identified in the attached Schedule B has been terminated.

**WL ROSS-GREENBRIER RAIL I LLC,**  
as Lessor

By W. Teramoto  
Name: Wendy Teramoto  
Title: Vice President

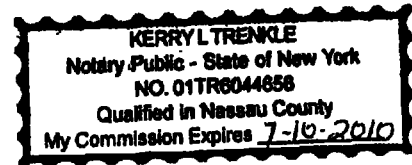
State of New York       )  
                                      )  
County of New York     )

On this, the 11<sup>th</sup> day of May, 2010, before me, a Notary Public in and for said County and State, personally appeared Wendy Teramoto, the Vice President of WL ROSS-GREENBRIER RAIL I LLC, who acknowledged herself to be a duly authorized officer of WL ROSS-GREENBRIER RAIL I LLC, and that, as such officer, being authorized to do so, she executed the foregoing instrument for the purposes therein contained

**IN WITNESS WHEREOF**, I have hereunto set my hand and official seal on the date above mentioned.

Name Kerry L. Trenkle  
Notary Public

My Commission Expires:



# SCHEDULE A

Recordation Number 24184

202 railcars within the series 354615 - 354998 formerly bearing the reporting mark "UP" have been re-marked "AOK" as follows.

45	60' 9" Plate F Boxcar, 286,000 lb Gross Rail Load with 15" End of Car Cushioning, Double 8' 0" x 12' 4" Plug Doors	<p>2002 built AOK 354619, 354626, 354632, 354637, 354643, 354660, 354662, and 354665</p> <p>2003 built AOK 354671, 354673, 354682, 354718, 354719, 354731, 354734, 354768, 354774, 354778, 354779, 354783, 354791, 354818, 354819, 354820, 354830, 354832, 354836, 354838, 354849, 354851, 354866, 354869, 354875, 354879, 354885, 354889, 354904, 354917, 354933, 354938, 354945, 354950, 354955, 354988, and 354994</p> <p>[Formerly marked UP]</p>
10	60' 9" Plate F Boxcar, 286,000 lb Gross Rail Load with 15" End of Car Cushioning, Double 8' 0" x 12' 4" Plug Doors	<p>AOK 354752, 354758, 354767, 354787, 354792, 354793, 354825, 354884, 354949, and 354966</p> <p>[Formerly marked UP]</p>
50	60' 9" Plate F Boxcar, 286,000 lb Gross Rail Load with 15" End of Car Cushioning, Double 8' 0" x 12' 4" Plug Doors	<p>2002 built AOK 354615, 354621, 354623, 354627, 354628, 354636, 354638, 354641, 354649, 354655, 354661 and 354663.</p> <p>2003 built AOK 354666, 354668, 354670, 354674, 354675, 354678, 354679, 354685, 354687, 354689, 354691, 354696, 354710, 354716, 354720, 354726, 354727, 354736, 354743, 354748, 354751, 354753, 354763, 354766, 354769, 354772, 354786, 354790, 354795, 354798, 354800, 354804-354806, inclusive, 354810, 354811, 354814 and 354821</p> <p>[Formerly marked UP]</p>

97	60' 9" Plate F Boxcar, 286,000 lb Gross Rail Load with 15" End of Car Cushioning, Double 8' 0" x 12' 4" Plug Doors	<p>2002 built AOK 354617, 354618, 354620, 354622, 354634, 354642, 354644, 354645, 354647, 354650, 354654, 354656, 354658, and 354659</p> <p>2003 built. AOK 354672, 354677, 354683, 354690, 354692, 354694, 354695, 354697, 354698, 354700, 354706, 354711, 354712, 354714, 354717, 354721, 354725, 354728-354730, inclusive, 354733, 354735, 354737, 354741, 354742, 354746, 354747, 354749, 354759, 354770, 354771, 354773, 354776, 354777, 354780, 354781, 354788, 354789, 354796, 354801, 354803, 354807, 354808, 354813, 354815, 354822-354824, inclusive, 354826, 354829, 354839, 354846, 354847, 354854, 354860, 354865, 354867, 354868, 354871, 354872, 354877, 354881, 354887, 354888, 354898, 354906, 354912, 354919, 354930, 354931, 354937, 354940, 354941, 354948, 354960, 354962, 354963, 354968, 354971, 354982, 354991, 354992, and 354998</p> <p>[Formerly marked UP]</p>
----	--	--

## **SCHEDULE B**

**Recordation Number 24184**

**The lease agreement evidenced by the following recordation with the Surface Transportation Board has been terminated:**

**Memorandum of Master Lease Agreement, dated as of September 30, 2002 between Greenbrier Leasing Corporation [ultimately assigned to WL Ross-Greenbrier Rail I LLC], Lessor, and Union Pacific Railroad Company, Lessee, filed with the Board on October 24, 2002, at 12:39 p.m under Recordation Number 24184, to the extent the same relates to the 202 railcars described in the Schedule A attached hereto.**

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: 5/11/10



\_\_\_\_\_  
Robert W Alvord